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WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

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March 27, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Replacement Appendix No. 1, dated as of March 26, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 26837-A.

The names and addresses of the parties to the enclosed document are:

Grantor/Lessor: SNC FEEDER 4
17, cours Valmy
Puteaux, 92800
France

Grantee/Lessee: New Jersey Transit Corporation
One Penn Plaza East
Newark, NJ 07105

Mr. Vernon A. Williams
March 27, 2007
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A description of the railroad equipment covered by the enclosed document is:

3 passenger railcars bearing New Jersey Transit road numbers 7200, 7508 and 7509.

A short summary of the document to appear in the index is:

Memorandum of Security Replacement Appendix No. 1.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SECURITY REPLACEMENT APPENDIX NO. 1

This Memorandum of Security Replacement Appendix No. 1 is made and entered into as of this 26th day of March, 2007 between SNC FEEDER 4, a *société en nom collectif*, whose registered office is at 17, cours Valmy, 92800, Puteaux, France, as Lessor ("Lessor"), and NEW JERSEY TRANSIT CORPORATION, a body corporate and politic established in the Executive Branch of the State Government of New Jersey, having an address at One Penn Plaza East, Newark, New Jersey 07105, as Lessee ("Lessee").

WITNESSETH:

The undersigned have entered into that certain Security Agreement dated February 28, 2007, (the "Security Agreement") by which the Lessor has granted a security interest to the Lessee in order to secure the Lessor's performance of certain obligations as described in the Security Agreement.

A memorandum of said Security Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on March 5, 2007 at 9:00 a.m. under Recordation Number 26837-A.

The undersigned have entered into that certain Replacement of Appendix dated March 26, 2007, relating to the Security Agreement and extending the Lessor's grant of a security interest therein to certain multi-level commuter rail passenger cars as described and bearing the identification numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Security Replacement Appendix No. 1 to be duly executed by their respective, duly authorized representatives as of the date and year first above written.

SNC FEEDER 4

By [Signature]
Name: MARIE LE PICARD
Title: Attorney in Act

Je soussigné Eric de La HAYE SAINT HILAIRE
Notaire à Paris, certifie véritable
la signature de M. Marie Le Picard
apposée ci-contre
Paris, le 08 Mars 2007

NEW JERSEY TRANSIT CORPORATION

By _____
Name: _____
Title: _____

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SNC FEEDER 4

By _____

Name:

Title:

NEW JERSEY TRANSIT CORPORATION

By M. Charles Wedel

Name: H. CHARLES WEDDEL

Title: CHIEF FINANCIAL OFFICER

STATE OF New Jersey)
COUNTY OF Essex)

SS:

On this 8th of March, 2007, before me personally appeared H. Charles Wedel, to me personally known, who being duly sworn, stated that he is Chief Financial Officer of NEW JERSEY TRANSIT CORPORATION, that said instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission Expires: DONNA M. RAVENELL
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires October 18, 2009

(seal)

Donna M. Ravennell
Notary Public



EXHIBIT A

All right, title and interest of the Lessor in the following:

(a)

<u>Equipment Description</u>	<u>Type</u>	<u>Railcar Identification Number</u>
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7200
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7508
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7509

Each of the above-listed multi-level commuter rail passenger cars is herein called an "Item of Equipment"; and


- (b) All parts of each Item of Equipment, wherever located, whether now owned or hereafter acquired, in which Lessor shall have or acquire an interest. As used herein, "Part" means any and all items constituting part of an Item of Equipment, including appliances, components, instruments, parts, appurtenances, accessories and peripheral and miscellaneous equipment (including replacement parts and equipment) that may from time to time be incorporated or installed in or attached to an Item of Equipment.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

3/27/07



Robert W. Alvord